

The David J. Joseph Company



June 6, 2006

RECORDATION NO. 23406-D FILED

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0006

JUN 09 '06

11-10 AM

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Please find enclosed, two (2) originals of the Memorandum of Assignment and Assumption Agreement dated May 31, 2006, between the following parties:

Assignor: Greenbrier Leasing Company LLC
One Centerpointe Drive, Suite 200
Lake Oswego, OR 97035

Assignee: The David J. Joseph Company
300 Pike Street
Cincinnati, OH 45202

Please see Schedule 1 attached hereto for the equipment, (61) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Assignment and Assumption Agreement dated May 31, 2006 related sixty one (61) railcars bearing reporting marks: GBRX 95117-95225, sporadic.

Please file this as a secondary document under Recordation Number 23406-D as it relates to documents previously filed with the Surface Transportation Board under Recordation Numbers 23406 through 23406-C. The filing fee for this document in the amount of \$34.00 is included on the enclosed check No. 580626. Please return a stamped original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 419-6062.

Sincerely,

The David J. Joseph Company

Julie M. Woodard
Documentation Coordinator

Enclosures

JUN 09 '06

11-10 AM

**MEMORANDUM OF
ASSIGNMENT AND ASSUMPTION AGREEMENT**

SURFACE TRANSPORTATION BOARD

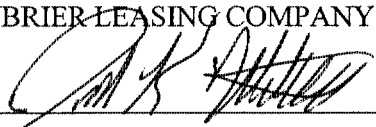
This Memorandum of Assignment and Assumption Agreement ("Memorandum") is made and entered into as of May 31, 2006, by and between Greenbrier Leasing Company LLC, formerly known as Greenbrier Leasing Corporation ("Assignor"), a limited liability company organized under the laws of the State of Oregon, and The David J. Joseph Company, a Delaware corporation ("Assignee").

WITNESSETH:

1. Assignor leased 61 railcars bearing the reporting marks and numbers set forth on Schedule I hereto (the "Cars") to Linea Coahuila Durango, S.A. de C.V. pursuant to Schedule No. 1 dated February 20, 2000 (the "Schedule"), to that certain Lease Agreement of the same date (the "Lease Agreement").
2. Assignor has assigned to Assignee the Schedule, as amended by the Amendment to Lease Schedule No. 1 dated April 1, 2003, and the Lease Agreement as it relates to the Cars (collectively, the "Lease"). Such Lease was assigned by Assignor to Assignee pursuant to that certain Purchase and Sale Agreement dated May 31, 2006, by and between Assignor as Seller and Assignee as Buyer.
2. This Memorandum shall be effective as of the date first set forth above.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed and delivered by their duly authorized representatives as of the date set forth above.

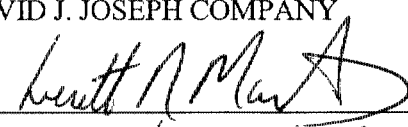
GREENBRIER LEASING COMPANY LLC

By: 

Name: Joseph K. Wilsted

Title: Vice President

THE DAVID J. JOSEPH COMPANY

By: 

Name: Everett N. Martin

Title: Asst. Secretary

STATE OF OREGON

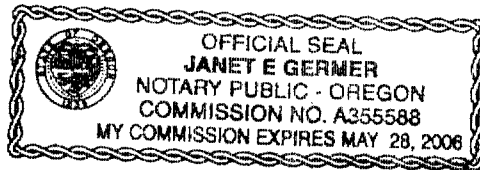
)
) ss.
)

County of Clackamas

On this 26th day of May, 2006, before me personally appeared

Joseph L. Wilsted to me personally known, who being by me duly sworn, says that he is the Vice President of Greenbrier Leasing Company LLC and that the foregoing instrument was signed on behalf of said company, and he acknowledged that the execution of the said instrument was his free act and deed.

Janet E. Germer
Notary Public for Oregon
My commission expires: 5/28/2006



STATE OF OHIO)
) SS
COUNTY OF HAMILTON)

On this 30th day of May, 2006 before me the subscriber, Angela Denise Watts, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Everett N. Martin, to me personally known, who stated and acknowledged that he is the Asst. Corp Secretary of THE DAVID J. JOSEPH COMPANY, a Delaware corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 30th day of May, 2006.

Angela Denise Watts
(Notary Signature)

My commission expires:

ANGELA DENISE WATTS
Attorney at Law
Notary Public, State of Ohio
My Commission Has No Expiration
Date Section 147.03 O.R.C.

**SCHEDULE I
TO
MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT**

CARS:

Sixty-one (61) railcars bearing reporting marks and numbers as follows:

FORMER CAR MARK	FORMER CAR NUMBER	CURRENT CAR MARK	CURRENT CAR NUMBER	FORMER CAR MARK	FORMER CAR NUMBER	CURRENT CAR MARK	CURRENT CAR NUMBER
LFCD	95117	GBRX	95117	LFCD	95164	GBRX	95164
LFCD	95118	GBRX	95118	LFCD	95166	GBRX	95166
LFCD	95119	GBRX	95119	LFCD	95167	GBRX	95167
LFCD	95122	GBRX	95122	LFCD	95168	GBRX	95168
LFCD	95123	GBRX	95123	LFCD	95173	GBRX	95173
LFCD	95125	GBRX	95125	LFCD	95176	GBRX	95176
LFCD	95126	GBRX	95126	LFCD	95181	GBRX	95181
LFCD	95128	GBRX	95128	LFCD	95184	GBRX	95184
LFCD	95129	GBRX	95129	LFCD	95185	GBRX	95185
LFCD	95130	GBRX	95130	LFCD	95187	GBRX	95187
LFCD	95131	GBRX	95131	LFCD	95189	GBRX	95189
LFCD	95132	GBRX	95132	LFCD	95190	GBRX	95190
LFCD	95134	GBRX	95134	LFCD	95195	GBRX	95195
LFCD	95135	GBRX	95135	LFCD	95198	GBRX	95198
LFCD	95137	GBRX	95137	LFCD	95201	GBRX	95201
LFCD	95138	GBRX	95138	LFCD	95204	GBRX	95204
LFCD	95139	GBRX	95139	LFCD	95205	GBRX	95205
LFCD	95140	GBRX	95140	LFCD	95206	GBRX	95206
LFCD	95141	GBRX	95141	LFCD	95207	GBRX	95207
LFCD	95143	GBRX	95143	LFCD	95209	GBRX	95209
LFCD	95144	GBRX	95144	LFCD	95212	GBRX	95212
LFCD	95148	GBRX	95148	LFCD	95213	GBRX	95213
LFCD	95150	GBRX	95150	LFCD	95214	GBRX	95214
LFCD	95151	GBRX	95151	LFCD	95218	GBRX	95218
LFCD	95152	GBRX	95152	LFCD	95220	GBRX	95220
LFCD	95153	GBRX	95153	LFCD	95221	GBRX	95221
LFCD	95154	GBRX	95154	LFCD	95223	GBRX	95223
LFCD	95155	GBRX	95155	LFCD	95225	GBRX	95225
LFCD	95156	GBRX	95156				
LFCD	95158	GBRX	95158				
LFCD	95160	GBRX	95160				
LFCD	95161	GBRX	95161				
LFCD	95162	GBRX	95162				
				Total Cars:	61	Total Cars:	61

LEASE:

Schedule No. 1 dated February 20, 2000 to that certain Lease Agreement dated February 20, 2000, and Amendment to Lease Schedule No. 1 dated April 1, 2003, between Greenbrier Leasing Company LLC, formerly known as Greenbrier Leasing Corporation, as Lessor, and Linea Coahuila Durango, S.A. de C.V., as Lessee, and the Lease Agreement as it pertains to the Cars (collectively, the "Lease"). Such Lease was assigned by ASSIGNOR to ASSIGNEE pursuant to that certain Purchase and Sale Agreement dated May 31, 2006 by and between The David J. Joseph Company and Greenbrier Leasing Company LLC.